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URBAN A. LESTER

June 11, 2002

RECORDATION NO. 23888-A FILED

JUN 11 '02 3:59 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Supplement, dated as of May 10, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Supplement which was previously filed with the Board under Recordation Number 23888.

The names and addresses of the parties to the enclosed document are:

Lessor:	ACF Acceptance VII LLC 620 North Second Street St. Charles, Missouri 63301
Lessee:	The Proctor & Gamble Distributing Company, Inc. 5299 Spring Grove Ave. Cincinnati, Ohio 45217

Mr. Vernon A. Williams  
June 11, 2002  
Page 2

A description of the railroad equipment covered by the enclosed document is:

Twelve (12) railcars: PGHC 41053 - PGHC 41064 inclusive.

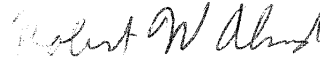
A short summary of the document to appear in the index is:

Memorandum of Lease Supplement.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Robert W. Alvord". The signature is fluid and cursive, with the first name "Robert" and last name "Alvord" clearly distinguishable.

Robert W. Alvord

RWA/anm  
Enclosures

RECORDATION NO. 23888-A FILED

JAN 11 '02 3-59 PM

MEMORANDUM OF LEASE SUPPLEMENT

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease Supplement is made and entered into as of May 10, 2002 by and between ACF Acceptance VII LLC, a Delaware limited liability company, as Lessor ("Lessor"), and The Procter & Gamble Distributing Company, Inc., an Ohio corporation ("Lessee").

The undersigned have entered into that certain Equipment Lease Agreement (the "Lease Agreement"), dated as of November 30, 2001 and the related Lease Supplement No. 2, dated as of May 10, 2002, pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Supplement to be duly executed by their respective officers duly authorized as of the date and year first above written.

ACF ACCEPTANCE VII LLC, Lessor

By: ACF ACCEPTANCE LLC, Member

By: ACF Industries, Incorporated, Member

By: 

Name: Robert J. Mitchell

Title: Senior Vice President of Finance

THE PROCTER & GAMBLE DISTRIBUTING COMPANY, INC., Lessee

By: 

Name: CHARLES R. FELDMAN

Title: INBOUND DIST. MGR.

STATE OF NEW YORK )

) SS.:

COUNTY OF NEW YORK )

On this 7<sup>th</sup> day of May, 2002, before me, personally appeared Robert J. Mitchell, to me personally known, who being by me duly sworn, says that he resides at Nassau County, New York and is the Senior Vice President of Finance of ACF Industries, Incorporated, the sole member of the sole member of ACF Acceptance VII LLC, that said instrument was signed on the date hereof on behalf of said company by authority of the Board of Directors of ACF Industries, Incorporated; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

**DOLORES TOOMEY**  
Notary Public, State of New York  
No. 41-4771811  
Qualified in Queens County  
Commission Expires May 31, 2006

Dalores Tooney  
Notary Public

STATE OF Ohio )

) SS.:

COUNTY OF Hamilton

On this 5 day of May, 2002, before me, personally appeared Charles R. Feldman to me personally known, who being by me duly sworn, says that he resides at Hamilton County, State of Ohio and is the Dist. mgr. of The Procter & Gamble Distributing Company, Inc., that said instrument was signed on the date hereof on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

PATRICIA A. DRANE  
Notary Public, State of Ohio  
My Commission Expires April 8, 2003

SCHEDULE A  
CARS

Quantity	Description	Reporting Marks	Road Numbers
12	C614	PGHX	41053 - 41064